

# EXTRACT MINUTES AGM

## Extract from the minutes of a General Meeting of Ordina N.V. at the Company's offices in Nieuwegein, held on 7 April 2022 at 14.30 hrs.

In his capacity as chairman of the Supervisory Board of Ordina N.V., Mr. J. van Hall welcomes all those present and at 14:30 hours declares the meeting open.

1. The chairman notes that all formalities required to hold the meeting have been observed, and the meeting is therefore competent to pass legally binding resolutions.

Approx. 56% of the paid up share capital, is either present or represented at this meeting.

The chairman designates Ms. H.E. Mulder as the secretary to the meeting.

- 2a. No remarks.
- 2b. The meeting advises by a majority of over 99% of the votes cast positive on the 2021 Remuneration report.
- 2c. No remarks.
- 2d. No remarks.
- 2e. The meeting resolves to adopt the Financial Statements for the financial year ending 31 December 2021 by a majority of over 99% of the votes cast.
  - 2f.1 No remarks.
  - 2f.2 The meeting approves by a majority of over 99% of the votes cast in line with the proposal of the Management Board, a cash dividend payment of 15.8 eurocents per share, to be charged to the net profit for 2021.
- 3a. The meeting resolves by a majority of over 99% of the votes cast to discharge the members of the Management Board in function in the year 2021 for their management of the company, in so far as such management is apparent from the financial statements or from other information that has been submitted to the General Meeting prior to the adoption of said financial statements.
- 3b. The meeting resolves by a majority of over 99% of the votes cast to discharge the members of the Supervisory Board in function in the year 2021 or part thereof for their supervision of the management of the company, in so far as such supervision is apparent from the financial statements or from other information that has been submitted to the General Meeting prior to the adoption of said financial statements.
- 4a. The meeting resolves by a majority of over 99% of the votes cast to appoint Mr. J. van Hal as a member of the Supervisory Board of Ordina N.V. for a term of two years, which term will end after the close of the General Meeting to be held in 2024.
- 4b. The meeting resolves by a majority of over 99% of the votes cast to appoint Mrs. C. Princen as a member of the Supervisory Board of Ordina N.V. for a term of four years, which term will end after the close of the General Meeting to be held in 2026.

- 5a. The meeting resolves by a majority of over 99% of the votes cast to extend the authorisation of the Management Board to acquire treasury shares such within the parameters defined for same, for another 18-month period commencing on 7 April 2022. This authorisation pertains to a maximum of ten per cent (10%) of the paid up and subscribed share capital as per 7 April 2022.
- 5b. The meeting resolves by a majority of over 99% of the votes cast to withdraw the ordinary shares purchased by Ordina on the basis of the authorisation given under agenda item 5a for her execution of the share buy-back programmes initiated by Ordina with a view to reducing its capital. The number of shares that will be withdrawn will be determined by the Management Board and may be effected in tranches. The resolution to reduce share capital shall last as long as the authorisation to purchase shares under agenda item 5a is valid (a period of 18 months, commencing on 7 April 2022).
- 5c. The meeting resolves by a majority of over 99% of the votes cast to extend the appointment of the Management Board, as the body competent to decide, with the approval of the Supervisory Board, to issue shares and to grant rights to subscribe for shares for an 18-month period commencing on 7 April 2022. Said designation pertains to a maximum of five per cent (5%) of the issued capital at the close of trading on 7 April 2022.
- 5d. The meeting resolves by a majority of over 99% of the votes cast to extend the appointment of the Management Board, as the body competent to decide, with the approval of the Supervisory Board, to limit or exclude pre-emptive rights upon the issue of shares and the granting of rights to subscribe for shares, for an 18-month period commencing on 7 April 2022.
6. The meeting resolves by a majority of over 99% of the votes cast to reappoint Ernst & Young Accountants LLP as the external auditor for the years 2023 and 2024.
7. No remarks.
8. Close

The chairman closes the meeting.

Thus drawn up in summary in Nieuwegein, dated 7 April 2022

J. Van Hall  
Chairman of the meeting

H.E. Mulder  
Secretary to the meeting